

RECORDATION NO. 29733 FILED

APR 06 '11 -12 45 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

April 6, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of March 31, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: GATX Corporation  
Four Embarcadero Center  
Suite 2100  
San Francisco, California 94111

Assignee: Midwest Railcar Corporation  
4949 Autumn Oaks Drive, Suite B.  
Maryville, Illinois 62062

Chief, Section of Administration  
April 6, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

42 gondola cars: GACX 005220 and within the series GACX 015200 - GACX 015243 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

RWA/EML/bhs  
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of March 31, 2011, by and between GATX Corporation, a New York corporation ("Assignor"), and Midwest Railcar Corporation, an Illinois corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into that certain Car Service Contract No. 8976, dated as of July 1, 2008 (the "Master Lease"), and that certain Rider No. 1 to Car Service Contract No. 8976, dated as of July 1, 2008 (as amended or renewed from time to time, the "Lease"), with Omnisource Corporation, as lessee, for certain railcars described in Exhibit A attached hereto (the "Railcars").

2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of March 31, 2011, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

GATX Corporation,  
as Assignor

By: Linda Hexem  
Name: Linda Hexem  
Title: Vice President and Managing Director,  
Structured Finance

Midwest Railcar Corporation,  
as Assignee

By: \_\_\_\_\_  
Name: Richard M. Folio  
Title: Executive Vice President

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SURFACE TRANSPORTATION BOARD

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GATX Corporation,  
as Assignor

By: \_\_\_\_\_  
Name: Linda Hexem  
Title: Vice President and Managing Director,  
Structured Finance

Midwest Railcar Corporation,  
as Assignee

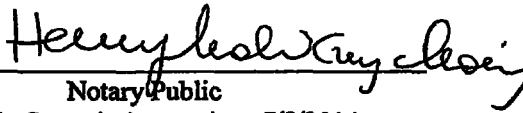
By:   
Name: Richard M. Folio  
Title: Executive Vice President

State of Maryland     )  
                                  )  
City of Baltimore     )

On March 30, 2011 before me, Henryka W. Gryc Craig, Notary Public, personally appeared Richard M. Folio, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

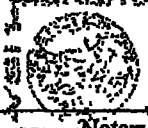
HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 20, 2015 7/8/14

  
\_\_\_\_\_  
Notary Public  
My Commission expires: 7/8/2014

State of California )  
County of San Francisco }

On March 29, 2011 before me, Geri Green, Notary Public, personally appeared \_\_\_\_\_, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

 GERI GREEN  
COMM. # 1795568  
Notary Public  
My Commission expires: 12/24/2011

**EXHIBIT A**

**DESCRIPTION OF CARS**

3,850 - 4,000 cubic feet gondola cars, 263,000 lbs. All cars have 50-year interchange lives.

**QUANTITY**

Forty-two (42)

**CAR NUMBER**

	<u>Car Number</u>
1	GACX005220
2	GACX015200
3	GACX015201
4	GACX015202
5	GACX015203
6	GACX015204
7	GACX015205
8	GACX015206
9	GACX015208
10	GACX015210
11	GACX015211
12	GACX015212
13	GACX015213
14	GACX015214
15	GACX015216
16	GACX015217
17	GACX015218
18	GACX015219
19	GACX015220
20	GACX015221
21	GACX015222
22	GACX015223
23	GACX015224
24	GACX015225
25	GACX015226
26	GACX015227
27	GACX015228
28	GACX015229
29	GACX015230
30	GACX015231

31 GACX015232  
32 GACX015233  
33 GACX015234  
34 GACX015235  
35 GACX015236  
36 GACX015237  
37 GACX015238  
38 GACX015239  
39 GACX015240  
40 GACX015241  
41 GACX015242  
42 GACX015243



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/6/11



\_\_\_\_\_  
Robert W. Alvord